

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

**BALLY TOTAL FITNESS HOLDING
CORPORATION,**

No. 05-841-JJF

Plaintiff,

v.

**LIBERATION INVESTMENTS, L.P.,
LIBERATION INVESTMENTS, LTD.,
LIBERATION INVESTMENT GROUP
LLC and EMANUEL R. PEARLMAN,**

Defendants.

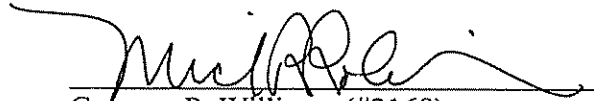
NOTICE OF AMENDED COMPLAINT PURSUANT TO LOCAL RULE 15.1

TO: Stephen E. Jenkins, Esquire
Ashby & Geddes
222 Delaware Avenue
P.O. Box 1150
Wilmington, Delaware 19899

PLEASE TAKE NOTICE that, pursuant to Federal Rule of Civil Procedure 15(a), Bally Total Fitness Holding Corporation has filed contemporaneously herewith an Amended Complaint. A copy of the Amended Complaint is attached hereto as Exhibit A. A copy of the Amended Complaint marked to show changes from the Complaint is attached hereto as Exhibit B.

Dated: December 16, 2005

Respectfully submitted,



Gregory P. Williams (#2168)

Williams@rlf.com

Raymond J. DiCamillo (#3188)

DiCamillo@rlf.com

Michael R. Robinson (#4452)

Robinson@rlf.com

Elizabeth C. Tucker (#4468)

Tucker@rlf.com

RICHARDS, LAYTON & FINGER, P.A.

One Rodney Square

10th and King Streets

Wilmington, Delaware 19899

Tel: (302) 651-7700

Fax: (302) 651-7701

-and-

Laurie B. Smilan

LATHAM & WATKINS LLP

11955 Freedom Drive, Suite 500

Reston, Virginia 20190

Tel: (703) 456-1000

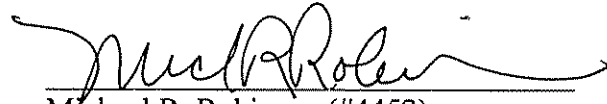
Fax: (703) 456-1001

*Attorneys for Plaintiff Bally Total Fitness
Holding Corporation*

CERTIFICATE OF SERVICE

I hereby certify that on December 16, 2005 a copy of the foregoing was served by
CM/ECF and email upon the following attorney of record:

Stephen E. Jenkins, Esquire
Ashby & Geddes
222 Delaware Avenue
P.O. Box 1150
Wilmington, Delaware 19899



Michael R. Robinson (#4452)
robinson@rlf.com